

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

ANDERSON NEWS, L.L.C. and LLOYD WHITAKER,  
as the Assignee under an Assignment for the Benefit of  
Creditors for Anderson Services, L.L.C.,

Plaintiffs,

- against -

AMERICAN MEDIA, INC., BAUER PUBLISHING  
CO., L.P., CURTIS CIRCULATION COMPANY,  
DISTRIBUTION SERVICES, INC., HACHETTE  
FILIPACCHI MEDIA U.S., INC., HEARST  
COMMUNICATIONS, INC., HUDSON NEWS  
DISTRIBUTORS LLC, KABLE DISTRIBUTION  
SERVICES, INC., RODALE, INC., TIME INC., and  
TIME/WARNER RETAIL SALES & MARKETING,  
INC.,

Defendants.

No. 09 Civ. 2227 (PAC)

AMERICAN MEDIA, INC., HEARST  
COMMUNICATIONS, INC., and TIME INC.,

Counterclaim-Plaintiffs,

- against -

ANDERSON NEWS, L.L.C. and CHARLES  
ANDERSON, JR.,

Counterclaim-Defendants.

**DECLARATION OF RACHEL M. FRITZLER IN SUPPORT OF  
DEFENDANTS TIME INC., TIME/WARNER RETAIL SALES & MARKETING, INC.  
AND HEARST COMMUNICATIONS INC.'S MOTION FOR SUMMARY JUDGMENT  
AGAINST ANDERSON NEWS, L.L.C.**

I, Rachel M. Fritzler, declare as follows:

1. I am associated with the law firm of Cravath, Swaine & Moore LLP, counsel to defendants Time Inc. and Time/Warner Retail Sales & Marketing, Inc. in the above-captioned action.

2. I submit this declaration in further support of Defendants Time Inc., Time/Warner Retail Sales & Marketing, Inc., Hearst Communications Inc.'s (as successor-in-interest to Hachette Filipacchi Media, U.S., Inc.) Motion for summary judgment against Anderson News, LLC.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Amended Complaint, filed on September 7, 2012, in the action *Anderson News, L.L.C., et al. v. American Media, Inc., et al.*, No. 09 Civ. 2227 (PAC) (S.D.N.Y.).

4. Attached hereto as Exhibit 2 is a true and correct copy of excerpts from the deposition of Ann Moore, held on July 24, 2013.

5. Attached hereto as Exhibit 3 is a true and correct copy of an excerpt from the Time Warner Inc. Fiscal 2008 Form 10-K.

6. Attached hereto as Exhibit 4 is a true and correct copy of Dr. Kenneth Elzinga's expert report submitted May 28, 2014. The document contains information designated "Confidential" or "Highly Confidential" pursuant to the Protective Order, and will be filed under seal.

7. Attached hereto as Exhibit 5 is a true and correct copy of excerpts from the deposition of Charles Anderson, Jr., held on October 24-25, 2013.

8. Attached hereto as Exhibit 6 is a true and correct copy of excerpts from the deposition of Richard Parker, held on September 26, 2013.

9. Attached hereto as Exhibit 7 is a true and correct copy of excerpts from the deposition of Richard Alleger, held on July 31, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

10. Attached hereto as Exhibit 8 is a true and correct copy of excerpts from the deposition of James Felts, held on December 11, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

11. Attached hereto as Exhibit 9 is a true and correct copy of excerpts from the deposition of Michelle Ingenito, held on June 7, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

12. Attached hereto as Exhibit 10 is a true and correct copy of excerpts from the deposition of Richard Jacobsen, held on October 10, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

13. Attached hereto as Exhibit 11 is a true and correct copy of excerpts from the deposition of Mike Cvrnje, held on August 27, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

14. Attached hereto as Exhibit 12 is a true and correct copy of excerpts from the deposition of David Algire, held on December 13, 2013.

15. Attached hereto as Exhibit 13 is a true and correct copy of excerpts from the deposition of Robert Bedor, held on January 14, 2014.

16. Attached hereto as Exhibit 14 is a true and correct copy of a document produced in this action, Bates-stamped CURTIS0007632-35. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

17. Attached hereto as Exhibit 15 is a true and correct copy of a document produced in this action, Bates-stamped CURTIS0007562-63. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

18. Attached hereto as Exhibit 16 is a true and correct copy of a document produced in this action, Bates-stamped CURTIS0007501-02. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

19. Attached hereto as Exhibit 17 is a true and correct copy of excerpts from the deposition of Michael Duloc, held on July 25, 2013.

20. Attached hereto as Exhibit 18 is a true and correct copy of excerpts from the deposition of Brian Beaudry, held on May 13, 2013.

21. Attached hereto as Exhibit 19 is a true and correct copy of excerpts from the deposition of David Addison, held on February 24, 2014.

22. Attached hereto as Exhibit 20 is a true and correct copy of excerpts from the deposition of Michael Sullivan, held on December 17, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

23. Attached hereto as Exhibit 21 is a true and correct copy of excerpts from the deposition of William Michalopoulos, held on October 22, 2013. The document contains

information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

24. Attached hereto as Exhibit 22 is a true and correct copy of excerpts from the deposition of John Campbell, held on December 11-12, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

25. Attached hereto as Exhibit 23 is a true and correct copy of excerpts from the deposition of Lloyd Whitaker, held on July 11, 2013.

26. Attached hereto as Exhibit 24 is a true and correct copy of excerpts from Carol Kloster’s expert report submitted May 28, 2014. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

27. Attached hereto as Exhibit 25 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00037910. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

28. Attached hereto as Exhibit 26 is a true and correct copy of a document produced in this action, Bates-stamped KABLE-0001889.

29. Attached hereto as Exhibit 27 is a true and correct copy of excerpts from the deposition of Frank Stockard, held on October 3-4, 2013.

30. Attached hereto as Exhibit 28 is a true and correct copy of excerpts from the deposition of Jay Maier, held on November 21-22, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

31. Attached hereto as Exhibit 29 is a true and correct copy of excerpts from the deposition of Bo Castle, held on June 21, 2013.

32. Attached hereto as Exhibit 30 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0030165-73. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

33. Attached hereto as Exhibit 31 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0010895. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

34. Attached hereto as Exhibit 32 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0182875-82. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

35. Attached hereto as Exhibit 33 is a true and correct copy of screenshots taken from the website of <http://www.andersonmediacorp.com/about/management>.

36. Attached hereto as Exhibit 34 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00106824. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

37. Attached hereto as Exhibit 35 is a true and correct copy of excerpts from the deposition of Patrick Bowman, held on February 25, 2014.

38. Attached hereto as Exhibit 36 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0104253-314. The document contains

information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

39. Attached hereto as Exhibit 37 is a true and correct copy of documents produced in this action, Bates-stamped ANEWS0102598-656, ANEWS0102695 and ANEWS0102704-06. The documents contain information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

40. Attached hereto as Exhibit 38 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124194. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

41. Attached hereto as Exhibit 39 is a true and correct copy of excerpts from the deposition of Lee Millwood, held on March 7, 2014.

42. Attached hereto as Exhibit 40 is a true and correct copy of excerpts from the deposition of David Parry, held on November 26, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

43. Attached hereto as Exhibit 41 is a true and correct copy of excerpts from the deposition of Monte Ahlemeyer, held on February 10, 2014. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

44. Attached hereto as Exhibit 42 is a true and correct copy of excerpts from Dr. Janusz Ordovery’s expert report submitted May 28, 2014. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

45. Attached hereto as Exhibit 43 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0028719-21. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

46. Attached hereto as Exhibit 44 is a true and correct copy of a document produced in this action, Bates-stamped TNG0000719-88. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

47. Attached hereto as Exhibit 45 is a true and correct copy of excerpts from the deposition of David Thompson, held on February 6, 2014.

48. Attached hereto as Exhibit 46 is a true and correct copy of excerpts from the Report of Don A. Beskrone, Esq., Examiner, dated May 12, 2011, in the action *In re: Anderson News, LLC*, No. 09-10695 (CSS) (Bankr. D. Del.), ECF No. 852.

49. Attached hereto as Exhibit 47 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0013102-15. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

50. Attached hereto as Exhibit 48 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0141762-79. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

51. Attached hereto as Exhibit 49 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124761. The document contains information



designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

52. Attached hereto as Exhibit 50 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124328-29.

53. Attached hereto as Exhibit 51 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0188779. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

54. Attached hereto as Exhibit 52 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0151819-36. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

55. Attached hereto as Exhibit 53 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0187824-25. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

56. Attached hereto as Exhibit 54 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0188769. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

57. Attached hereto as Exhibit 55 is a true and correct copy of excerpts from the deposition of Joel Anderson, held on December 20, 2013.

58. Attached hereto as Exhibit 56 is a true and correct copy of a document produced in this action, Bates-stamped NEWS0152506. The document contains information

designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

59. Attached hereto as Exhibit 57 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0152507-08. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

60. Attached hereto as Exhibit 58 is a true and correct copy of a document produced in this action, Bates-stamped AMIDSI00006482-6483\_004. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

61. Attached hereto as Exhibit 59 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00011885.

62. Attached hereto as Exhibit 60 is a true and correct copy of excerpts from the deposition of John Harrington, held on May 22, 2013.

63. Attached hereto as Exhibit 61 is a true and correct copy of a document produced in this action, Bates-stamped TIMEAND00000690. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

64. Attached hereto as Exhibit 62 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0151390-95. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

65. Attached hereto as Exhibit 63 is a true and correct copy of an audio recording of a telephonic interview produced in this action, Bates-stamped ANEWS0214758.

The audio recording contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

66. Attached hereto as Exhibit 64 is a true and correct copy of a document produced in this action, Bates-stamped AMIDSI00002191.

67. Attached hereto as Exhibit 65 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0152509-12. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

68. Attached hereto as Exhibit 66 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0164928-29. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

69. Attached hereto as Exhibit 67 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0188331. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

70. Attached hereto as Exhibit 68 is a true and correct copy of excerpts from the deposition of Alan Tuchman, held on February 28, 2014.

71. Attached hereto as Exhibit 69 is a true and correct copy of a document produced in this action, Bates-stamped HUDSON014871-72.

72. Attached hereto as Exhibit 70 is a true and correct copy of a document produced in this action, Bates-stamped CLARK000932-33.

73. Attached hereto as Exhibit 71 is a true and correct copy of excerpts from the deposition of Christopher Argentieri, held on December 19, 2013. The document contains

information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

74. Attached hereto as Exhibit 72 is a true and correct copy of a document produced in this action, Bates-stamped CURTIS000035-36. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

75. Attached hereto as Exhibit 73 is a true and correct copy of excerpts from the deposition of John Bode, held on February 4, 2014. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

76. Attached hereto as Exhibit 74 is a true and correct copy of a document produced in this action, Bates-stamped SOURCE\_00000594. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

77. Attached hereto as Exhibit 75 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00022344-47. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

78. Attached hereto as Exhibit 76 is a true and correct copy of a document produced in this action, Bates-stamped INTERMEDIA0000282-83. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

79. Attached hereto as Exhibit 77 is a true and correct copy of a document produced in this action, Bates-stamped SOURCE\_00000534. The document contains

information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

80. Attached hereto as Exhibit 78 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00008205-07. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

81. Attached hereto as Exhibit 79 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00008208. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

82. Attached hereto as Exhibit 80 is a true and correct copy of the Verified Complaint, filed on February 9, 2009, in the action *Source Interlink Distribution, L.L.C., et al. v. American Media, Inc., et al.*, No. 09 Civ. 1152 (S.D.N.Y.), ECF No. 1.

83. Attached hereto as Exhibit 81 is a true and correct copy of an order of the United States District Court for the Southern District of New York, dated February 12, 2009, in the action *Source Interlink Distribution, L.L.C., et al. v. American Media, Inc., et al.*, No. 09 Civ. 1152 (S.D.N.Y.), ECF No. 22.

84. Attached hereto as Exhibit 82 is a true and correct copy of a stipulation, dated February 19, 2009, in the action *Source Interlink Distribution, L.L.C., et al. v. American Media, Inc., et al.*, No. 09 Civ. 1152 (S.D.N.Y.), ECF No. 34.

85. Attached hereto as Exhibit 83 is a true and correct copy of a stipulation, dated March 2, 2009, in the action *Source Interlink Distribution, L.L.C., et al. v. American Media, Inc., et al.*, No. 09 Civ. 1152 (S.D.N.Y.), ECF No. 49.

86. Attached hereto as Exhibit 84 is a true and correct copy of a stipulation, dated April 14, 2009, in the action *Source Interlink Distribution, L.L.C., et al. v. American Media, Inc., et al.*, No. 09 Civ. 1152 (S.D.N.Y.), ECF No. 61.

87. Attached hereto as Exhibit 85 is a true and correct copy of a stipulation, dated April 16, 2009, in the action *Source Interlink Distribution, L.L.C., et al. v. American Media, Inc., et al.*, No. 09 Civ. 1152 (S.D.N.Y.), ECF No. 62.

88. Attached hereto as Exhibit 86 is a true and correct copy of a stipulation, dated September 16, 2009, in the action *Source Interlink Distribution, L.L.C., et al. v. American Media, Inc., et al.*, No. 09 Civ. 1152 (S.D.N.Y.), ECF No. 87.

89. Attached hereto as Exhibit 87 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00013415-37. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

90. Attached hereto as Exhibit 88 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124485-86.

91. Attached hereto as Exhibit 89 is a true and correct copy of a document produced in this action, Bates-stamped TIMEAND00000654. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

92. Attached hereto as Exhibit 90 is a true and correct copy of excerpts from the Books-A-Million, Inc. Form 10-K for the fiscal year ended January 30, 2010.

93. Attached hereto as Exhibit 91 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00012273.

94. Attached hereto as Exhibit 92 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124511.

95. Attached hereto as Exhibit 93 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00001138. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

96. Attached hereto as Exhibit 94 is a true and correct copy of excerpts from the deposition of Robert Castardi, held on September 19, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

97. Attached hereto as Exhibit 95 is a true and correct copy of excerpts from the deposition of Thomas Masterson, held on September 27, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

98. Attached hereto as Exhibit 96 is a true and correct copy of excerpts from the deposition of Dennis Porti, held on July 26, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

99. Attached hereto as Exhibit 97 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0153184-85. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

100. Attached hereto as Exhibit 98 is a true and correct copy of a document produced in this action, Bates-stamped CURTIS0034463-68. The document contains

information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

101. Attached hereto as Exhibit 99 is a true and correct copy of a document produced in this action, Bates-stamped CURTIS0034469-74. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

102. Attached hereto as Exhibit 100 is a true and correct copy of a document produced in this action, Bates-stamped CURTIS0000794-96. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

103. Attached hereto as Exhibit 101 is a true and correct copy of a document produced in this action, Bates-stamped CURTIS0000798-99. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

104. Attached hereto as Exhibit 102 is a true and correct copy of a document produced in this action, Bates-stamped CURTIS0000802-03. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

105. Attached hereto as Exhibit 103 is a true and correct copy of a document produced in this action, Bates-stamped AMIDSI00002779. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

106. Attached hereto as Exhibit 104 is a true and correct copy of a document produced in this action, Bates-stamped AMIDSI00000152. The document contains information



designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

107. Attached hereto as Exhibit 105 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124660-61. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

108. Attached hereto as Exhibit 106 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00123857. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

109. Attached hereto as Exhibit 107 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124674.

110. Attached hereto as Exhibit 108 is a true and correct copy of excerpts from the deposition of Glen Clark, held on December 6, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

111. Attached hereto as Exhibit 109 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124678-79.

112. Attached hereto as Exhibit 110 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00127192-94. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

113. Attached hereto as Exhibit 111 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00127195-212. The document contains

information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

114. Attached hereto as Exhibit 112 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00127213-28. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

115. Attached hereto as Exhibit 113 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00127229-58. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

116. Attached hereto as Exhibit 114 is a true and correct copy of two minute entries, dated February 9 and February 10, 2009, entered on the docket of the United States District Court for the District of Delaware, in the action *Great Atlantic News LLC v. Prologix Distribution Services (EAST) LLC*, No. 09-085 (D. Del.).

117. Attached hereto as Exhibit 115 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124696-97.

118. Attached hereto as Exhibit 116 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124634.

119. Attached hereto as Exhibit 117 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00123199-206. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

120. Attached hereto as Exhibit 118 is a true and correct copy of excerpts from the Notice of Filing Schedules and Statement of Financial Affairs for Anderson News, LLC,

dated October 7, 2009, in the action *In re: Anderson News, LLC*, No. 09-10695 (CSS) (Bankr. D. Del.), ECF No. 109.

121. Attached hereto as Exhibit 119 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00123282-384. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

122. Attached hereto as Exhibit 120 is a true and correct copy of a document produced in this action, Bates-stamped TIMEAND00000270–340. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

123. Attached hereto as Exhibit 121 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00001604–674. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

124. Attached hereto as Exhibit 122 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033915–938. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

125. Attached hereto as Exhibit 123 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00032338 – 364. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

126. Attached hereto as Exhibit 124 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00032605 – 628. The document

contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

127. Attached hereto as Exhibit 125 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00035301–324. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

128. Attached hereto as Exhibit 126 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00035821–844. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

129. Attached hereto as Exhibit 127 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00035970–993. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

130. Attached hereto as Exhibit 128 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00036047–070. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

131. Attached hereto as Exhibit 129 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00037834–909. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

132. Attached hereto as Exhibit 130 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033067–090. The document

contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

133. Attached hereto as Exhibit 131 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00035068–093. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

134. Attached hereto as Exhibit 132 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00032409–432. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

135. Attached hereto as Exhibit 133 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033301–324. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

136. Attached hereto as Exhibit 134 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00036350–373. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

137. Attached hereto as Exhibit 135 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00032990–3013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

138. Attached hereto as Exhibit 136 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033146–169. The document

contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

139. Attached hereto as Exhibit 137 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033684–707. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

140. Attached hereto as Exhibit 138 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00034304–327. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

141. Attached hereto as Exhibit 139 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00034454–477. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

142. Attached hereto as Exhibit 140 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00036197–220. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

143. Attached hereto as Exhibit 141 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00034837–848. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

144. Attached hereto as Exhibit 142 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00034991–5014. The document

contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

145. Attached hereto as Exhibit 143 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00032259–282. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

146. Attached hereto as Exhibit 144 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00032913–936. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

147. Attached hereto as Exhibit 145 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00035380–403. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

148. Attached hereto as Exhibit 146 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00032758–781. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

149. Attached hereto as Exhibit 147 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033535–558. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

150. Attached hereto as Exhibit 148 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00034068–091. The document

contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

151. Attached hereto as Exhibit 149 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00036492–515. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

152. Attached hereto as Exhibit 150 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033838–861. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

153. Attached hereto as Exhibit 151 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00034145–169. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

154. Attached hereto as Exhibit 152 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00032835–859. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

155. Attached hereto as Exhibit 153 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00034533-556. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

156. Attached hereto as Exhibit 154 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00032183206. The document



contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

157. Attached hereto as Exhibit 155 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033991–4014. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

158. Attached hereto as Exhibit 156 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033223–247. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

159. Attached hereto as Exhibit 157 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00034229–252. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

160. Attached hereto as Exhibit 158 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033761–784. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

161. Attached hereto as Exhibit 159 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00035455–478. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

162. Attached hereto as Exhibit 160 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00033458–481. The document

contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

163. Attached hereto as Exhibit 161 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00034383–405. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

164. Attached hereto as Exhibit 162 is a true and correct copy of excerpts from a document produced in this action, Bates-stamped TWRAND00036124–149. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

165. Attached hereto as Exhibit 163 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00035149–228. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

166. Attached hereto as Exhibit 164 is a true and correct copy of a document produced in this action, Bates-stamped ANEWS0153182-83. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

167. Attached hereto as Exhibit 165 is a true and correct copy of excerpts from the deposition of Michael Sullivan, held on September 20, 2013. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

168. Attached hereto as Exhibit 166 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00124675.

169. Attached hereto as Exhibit 167 is a true and correct copy of a document produced in this action, Bates-stamped TWRAND00021318-19. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

170. Attached hereto as Exhibit 168 is a true and correct copy of a document produced in this action, Bates-stamped TIMEAND00000162-65. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

171. Attached hereto as Exhibit 169 is a true and correct copy of a document produced in this action, Bates-stamped AMIDSI00008012-8012\_004. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

172. Attached hereto as Exhibit 170 is a true and correct copy of a document produced in this action, Bates-stamped TNG0000928-31. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

173. Attached hereto as Exhibit 171 is a true and correct copy of excerpts from Dr. Leslie Marx’s expert report submitted April 16, 2014. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

174. Attached hereto as Exhibit 172 is a true and correct copy of excerpts from Dr. Robert Picard’s expert report submitted April 16, 2014. The document contains information designated “Confidential” or “Highly Confidential” pursuant to the Protective Order, and will be filed under seal.

175. Attached hereto as Exhibit 173 is a true and correct copy of excerpts from Dr. Thomas Lys' expert report submitted April 16, 2014. The document contains information designated "Confidential" or "Highly Confidential" pursuant to the Protective Order, and will be filed under seal.

176. Attached hereto as Exhibit 174 is a true and correct copy of a document produced in this action, Bates-stamped TNG0005845-46. The document contains information designated "Confidential" or "Highly Confidential" pursuant to the Protective Order, and will be filed under seal.

177. Attached hereto as Exhibit 175 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00014764-66. The document contains information designated "Confidential" or "Highly Confidential" pursuant to the Protective Order, and will be filed under seal.

178. Attached hereto as Exhibit 176 is a true and correct copy of a document produced in this action, Bates-stamped MBHN00123920. The document contains information designated "Confidential" or "Highly Confidential" pursuant to the Protective Order, and will be filed under seal.

179. Attached hereto as Exhibit 177 is a true and correct copy of a document produced in this action, Bates-stamped TNG0011081-98. The document contains information designated "Confidential" or "Highly Confidential" pursuant to the Protective Order, and will be filed under seal.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 19, 2014.



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Rachel M. Fritzler